

# CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

ONE CONNELL DRIVE

BERKELEY HEIGHTS, N.J. 07922 U.S.A.

December 6, 2004

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 22605-A FILED

DEC 10 '04

1-03 PM



TELEPHONE  
(908) 673-3700

TELEFAX (908) 673-3800

www.connellco.com

Dear Mr. Williams:

## SURFACE TRANSPORTATION BOARD

I have enclosed two originals of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

The enclosed document is Amendment No. 1 to Memorandum of Lease, a secondary document, dated as of November 29, 2004 (the *Amendment to Memorandum of Lease*), between Connell Finance Company, Inc. (*Lessor*) and Salt Lake, Garfield & Western Railway Co. (*Lessee*). The primary document to which the Amendment to Memorandum of Lease is connected is the Memorandum of Lease dated as of December 6, 1999 between Lessor and Lessee, recorded with the Surface Transportation Board on December 15, 1999 at 2:47PM and assigned recordation number 22605. A description of the equipment covered by the Amendment to Memorandum of Lease is as follows:

Two (2) EMD built, SW10, 1200 horsepower locomotives, with Lessee Road Numbers DS 9 and DS 10.

A check in the amount of \$32.00 is enclosed to cover the fee for filing this Amendment to Memorandum of Lease. Please return one original of the Amendment to Memorandum of Lease and the extra copy of this letter, time- and date-stamped as to filing, to Richard E. Bartok, Vice President and Associate General Counsel, Connell Finance Company, Inc., One Connell Drive, Berkeley Heights, NJ 07922.

A short summary of the Amendment to Memorandum of Lease is as follows:

Amendment to Memorandum of Lease dated as of November 29, 2004 between Connell Finance Company, Inc. (*Lessor*) and Salt Lake, Garfield & Western Railway Co. (*Lessee*) whereby such parties extended the term of the lease of the equipment referenced above.

If you have any questions, please do not hesitate to call the undersigned at (908) 673-3700.  
Thank you.

Sincerely,

CONNELL FINANCE COMPANY, INC.

Richard E. Bartok  
Vice President and Associate General Counsel

Enc.

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If you have any questions, please do not hesitate to call the undersigned at (908) 673-3700. Thank you.

Sincerely,

CONNELL FINANCE COMPANY, INC.

A handwritten signature in dark ink, appearing to be 'R. Bartok'.

Richard E. Bartok  
Vice President and Associate General Counsel

Enc.

RECORDATION NO. 22605-A

DEC 10 '04 1-03 PM

AMENDMENT NO. 1 TO MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

This Amendment No. 1 to Memorandum of Lease (this "Amendment"), dated as of November 29, 2004, is made between CONNELL FINANCE COMPANY, INC., a New Jersey corporation ("Lessor"), and SALT LAKE, GARFIELD & WESTERN RAILWAY CO., a Utah corporation ("Lessee").

WHEREAS, Lessor and Lessee entered into a Memorandum of Lease dated as of December 6, 1999 (the "Memorandum"; capitalized terms used herein and not otherwise defined shall have the meaning assigned thereto in the Memorandum) evidencing the lease of 2 EMD built, SW10, 1200 horsepower locomotives, with Lessee Road Numbers DS 9 and DS 10 (the "Units");

WHEREAS, the Memorandum was filed with the Surface Transportation Board on December 15, 1999 at 2:47 PM and assigned recordation number 22605;

WHEREAS, by means of Amendment No. 1 to Lease of Railroad Equipment dated as of November 29, 2004 (the "Lease Amendment"), between Lessor and Lessee, Lessor and Lessee have agreed to extend the term of the lease of the Units (so that the term of the lease of the Units is scheduled to terminate on December 31, 2009); and

WHEREAS, Lessor and Lessee desire to amend certain portions of the Memorandum to reflect the foregoing;


NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. AMENDMENT TO MEMORANDUM.

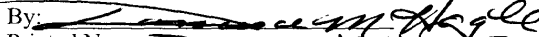
1.1. Section 1 of the Memorandum is amended by deleting the words "December 31, 2004" in the last line of such Section 1, and inserting in their place the words "December 31, 2009".

IN WITNESS WHEREOF, Lessor and Lessee have caused this Amendment to be executed as of the day and year first above written.

LESSOR:  
CONNELL FINANCE COMPANY, INC.

By:   
Printed Name: Shane Connell  
Title: Executive Vice President

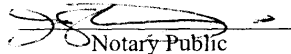
LESSEE:  
SALT LAKE, GARFIELD & WESTERN RAILWAY CO.

By:   
Printed Name: DONALD M. HOGLE  
Title: PRES

STATE OF NEW JERSEY )  
COUNTY OF UNION ) ss:

On this 16<sup>th</sup> day of December 2004, before me personally appeared Shane Connell, to me personally known, who being by me duly sworn, says that (s)he his the Executive V.P. of Connell Finance Company, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

CHRISTOPHER O. JEDEDE  
NOTARY PUBLIC OF NEW JERSEY  
REGISTERED IN UNION COUNTY  
MY COMMISSION EXPIRES JUNE 19, 2008  
NOTARIAL SEAL

  
Notary Public

My Commission Expires: June 19, 2004

STATE OF UTAH )  
COUNTY OF ) ss:

On this 3RD day of DECEMBER 2004 before me personally appeared DONALD M. HOGLE, to me personally known, who being by me duly sworn, says that (s)he his the PRESIDENT of Salt Lake, Garfield & Western Railway Co., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
Notary Public

My Commission Expires: 24 SEPT 2007

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